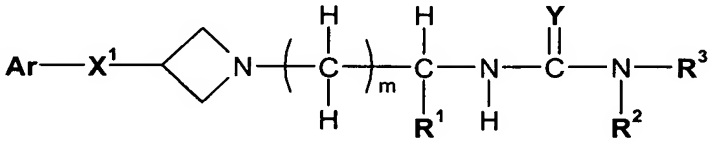
## Amendments to the Claims

This listing of claims will replace all prior versions, and listings of claims in the specification:

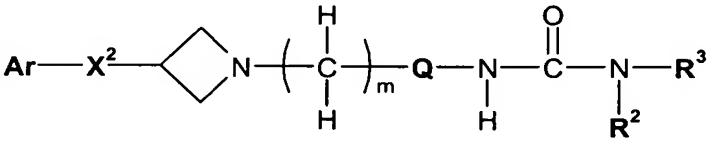
Listing of Claims

Claims 1 -10 (Cancelled)

Claim 11 (new): A compound of formula Ia or Ib



Ia



Ib

in free or salt form, where

Ar is phenyl optionally substituted by one or more substituents selected from halogen, $C_1$-$C_8$-alkyl, cyano or nitro;

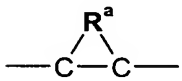
$X^1$ is -S-, -S(=O)- or $-S(=O)_2$-;

$X^2$ is –C(=O)-, -O-, $-CH_2$-, -S-, -S(=O)- or $-S(=O)_2$-;

m is 1, 2, 3 or 4;

$R^1$ is hydrogen or $C_1$-$C_8$-alkyl optionally substituted by hydroxy, $C_1$-$C_8$-alkoxy, acyloxy, halogen, carboxy, $C_1$-$C_8$-alkoxycarbonyl, $-N(R^4)R^5$, $-CON(R^6)R^7$ or by a monovalent cyclic organic group having 3 to 15 atoms in the ring system;

Q has the formula



where $R^a$ is $C_1$-$C_8$-alkylene,

or Q is $-C(R^b)(R^c)$- where $R^b$ and $R^c$ are independently $C_1$-$C_8$-alkyl

or $R^b$ and $R^c$ together form a $C_3$-$C_{10}$-cycloalkyl;

Y is oxygen or sulfur;

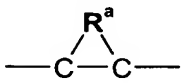
$R^2$ is hydrogen, $C_1$-$C_8$-alkyl or $C_3$-$C_{10}$-cycloalkyl and $R^3$ is $C_1$-$C_8$-alkyl substituted by phenyl, phenoxy, acyloxy or naphthyl, or $R^3$ is $C_3$-$C_{10}$-cycloalkyl optionally having a benzo group fused thereto, a heterocyclic group having 5 to 11 ring atoms of which 1 to 4 are hetero atoms, phenyl or naphthyl, said phenyl, phenoxy or naphthyl groups being optionally substituted by one or more substituents selected from halogen, cyano, hydroxy, acyl, nitro, $-SO_2NH_2$, $C_1$-$C_8$-alkyl

optionally substituted by $C_1$-$C_8$-alkoxy, $C_1$-$C_8$-haloalkyl, $C_1$-$C_8$-alkoxy, $C_1$-$C_8$-haloalkoxy, $C_1$-$C_8$-alkylthio, -$SO_2$-$C_1$-$C_8$-alkyl, $C_1$-$C_8$-alkoxycarbonyl, $C_1$-$C_8$-acylamino optionally substituted on the nitrogen atom by $C_1$-$C_8$-alkyl, $C_1$-$C_8$-alkylamino, aminocarbonyl, $C_1$-$C_8$-alkylamino-carbonyl, di($C_1$-$C_8$-alkyl)amino, di($C_1$-$C_8$-alkyl)aminocarbonyl, di($C_1$-$C_8$-alkyl)aminocarbonyl-methoxy, or $R^2$ and $R^3$ together with the nitrogen atom to which they are attached denote a heterocyclic group having 5 to 10 ring atoms of which 1, 2 or 3 are hetero atoms;
$R^4$ and $R^5$ are each independently hydrogen or $C_1$-$C_8$-alkyl, or $R^4$ is hydrogen and $R^5$ is hydroxy-$C_1$-$C_8$-alkyl, acyl, $-SO_2R^8$ or $-CON(R^6)R^7$, or $R^4$ and $R^5$ together with the nitrogen atom to which they are attached denote a 5-or 6-membered heterocyclic group;
$R^6$ and $R^7$ are each independently hydrogen or $C_1$-$C_8$-alkyl, or $R^6$ and $R^7$ together with the nitrogen atom to which they are attached denote a 5- or 6-membered heterocyclic group; and
$R^8$ is $C_1$-$C_8$-alkyl, $C_1$-$C_8$-haloalkyl, or phenyl optionally substituted by $C_1$-$C_8$-alkyl.

Claim 12 (new): A compound according to claim 11, which is

(i) a compound of formula Ia in free or salt form, wherein
Ar is phenyl substituted by halo;
$X^1$ is -S-, -S(=O)- or $-S(=O)_2$-;
m is 2;
$R^1$ is $C_1$-$C_8$-alkyl optionally substituted by hydroxy or $C_1$-$C_8$-alkoxy;
Y is oxygen;
$R^2$ is hydrogen; and
$R^3$ is a heterocyclic group having 5 to 11 ring atoms of which 1 to 4 are hetero atoms; or

(ii) a compound of formula Ib in free or salt form, wherein
Ar is phenyl substituted by halo;
$X^2$ is -O-, -C(=O)- or -$CH_2$-;
m is 1 or 2;
Q has the formula



where $R^a$ is $C_1$-$C_8$-alkylene,
or Q is $-C(R^b)(R^c)$- where $R^b$ and $R^c$ are independently $C_1$-$C_8$-alkyl
or $R^b$ and $R^c$ together form a $C_3$-$C_{10}$-cycloalkyl;
$R^2$ is hydrogen; and
$R^3$ is a heterocyclic group having 5 to 11 ring atoms of which 1 to 4 are hetero atoms.

Claim 13 (new): A compound according to claim 11, which is

(i) a compound of formula Ia in free or salt form, wherein
Ar is phenyl substituted by halo, preferably chloro;

$X^1$ is -S-, -S(=O)- or $-S(=O)_2-$;

m is 2;

$R^1$ is $C_1$-$C_4$-alkyl optionally substituted by hydroxy or $C_1$-$C_4$-alkoxy;

Y is oxygen;

$R^2$ is hydrogen; and

$R^3$ is a heterocyclic group having 5, 6 or 7 ring atoms of which one, two, three or four, are hetero atoms selected from nitrogen, oxygen and sulphur, said heterocyclic group being optionally substituted by $C_1$-$C_4$-alky, $C_1$-$C_4$-alkoxy or $C_3$-$C_6$-cycloalkyl; or

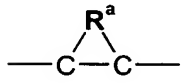
(ii) a compound of formula Ib in free or salt form, wherein

Ar is phenyl substituted by halo, preferably chloro;

$X^2$ is -O-, -C(=O)- or $-CH_2-$;

m is 1 or 2;

Q has the formula



where $R^a$ is $C_1$-$C_8$-alkylene,

or Q is $-C(R^b)(R^c)-$ where $R^b$ and $R^c$ are independently $C_1$-$C_4$-alkyl

or $R^b$ and $R^c$ together form a $C_3$-$C_6$-cycloalkyl;

$R^2$ is hydrogen; and

$R^3$ is a heterocyclic group having 5, 6 or 7 ring atoms of which one, two, three or four, are hetero atoms selected from nitrogen, oxygen and sulphur, said heterocyclic group being optionally substituted by $C_1$-$C_4$-alkyl or $C_3$-$C_6$-cycloalkyl.

Claim 14 (new): A compound according to claim 11 that is selected from the group consisting of:
1-{(S)-3-[3-(4-Chloro-benzenesulfinyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(3,5-dimethoxy-phenyl)-urea;
1-{(S)-3-[3-(4-Chloro-benzenesulfinyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-ethyl-[1,3,4]thiadiazol-2)-urea;

1-{(S)-3-[3-(4-Chloro-benzenesulfinyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-ethyl-2-methyl-2H-pyrazol-3-yl)-urea;

1-{(S)-3-[3-(4-Chloro-benzenesulfinyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-cyclopropyl-2-methyl-2H-pyrazol-3-yl)-urea;

1-{(S)-3-[3-(4-Chloro-benzenesulfinyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-ethyl-isoxazol-3-yl)-urea;

1-{(S)-3-[3-(4-Chloro-benzenesulfinyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(3-ethyl-isoxazol-5-yl)-urea;

1-{(S)-3-[3-(4-Chloro-phenylsulfanyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-ethyl-[1,3,4]thiadiazol-2-yl)-urea;

1-{(S)-3-[3-(4-Chloro-phenylsulfanyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-ethyl-2-methyl-2H-pyrazol-3-yl)-urea;

1-{(S)-3-[3-(4-Chloro-phenylsulfanyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-cyclopropyl-2-methyl-2H-pyrazol-3-yl)-urea;

1-{(S)-3-[3-(4-Chloro-phenylsulfanyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(3,5-dimethoxy-phenyl)-urea;

1-{(S)-3-[3-(4-Chloro-phenylsulfanyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-ethyl-isoxazol-3-yl)-urea;

1-{(S)-3-[3-(4-Chloro-phenylsulfanyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(3-ethyl-isoxazol-5-yl)-urea;

1-{(S)-3-[3-(4-Chloro-benzenesulfonyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-ethyl-[1,3,4]thiadiazol-2-yl)-urea;

1-{(S)-3-[3-(4-Chloro-benzenesulfonyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-ethyl-2-methyl-2H-pyrazol-3-yl)-urea;

1-{(S)-3-[3-(4-Chloro- benzenesulfonyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-cyclopropyl-2-methyl-2H-pyrazol-3-yl)-urea;

1-{(S)-3-[3-(4-Chloro- benzenesulfonyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(3,5-dimethoxy-phenyl)-urea;

1-{(S)-3-[3-(4-Chloro-benzenesulfonyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(5-ethyl-isoxazol-3-yl)-urea;

1-{(S)-3-[3-(4-Chloro-benzene-sulfonyl)-azetidin-1-yl]-1-hydroxymethyl-propyl}-3-(3-ethyl-isoxazol-5-yl)-urea;

(+/-)1-{(1R,2R)-2-[3-(4-Chloro-phenoxy)-azetidin-1-yl-methyl]-cyclohexyl}-3-(5-ethyl-[1,3,4]thiadiazol-2-yl)-urea;
1-{(1R,2R)-2-[3-(4-Chloro-phenoxy)-azetidin-1-yl-methyl]-cyclohexyl}-3-(5-ethyl-2-methyl-2H-pyrazol-3-yl)-urea;
1-{(1R,2R)-2-[3-(4-Chloro-phenoxy)-azetidin-1-yl-methyl]-cyclohexyl}-3-(5-cyclopropyl-2-methyl-2H-pyrazol-3-yl)-urea;
1-{(1R,2R)-2-[3-(4-Chloro-phenoxy)-azetidin-1-yl-methyl]-cyclohexyl}-3-(5-cyclobutyl-2-methyl-2H-pyrazol-3-yl)-urea;
1-{(1R,2R)-2-[3-(4-Chloro-phenoxy)-azetidin-1-yl-methyl]-cyclohexyl}-3-(2-ethyl-2H-tetrazol-5-yl)-urea;

1-{(1R,2R)-2-[3-(4-Chloro-phenoxy)-azetidin-1-yl-methyl]-cyclohexyl}-3-(5-ethyl-isoxazol-3-yl)-urea;
1-{(1R,2R)-2-[3-(4-Chloro-phenoxy)-azetidin-1-yl-methyl]-cyclohexyl}-3-(3-ethyl-isoxazol-5-yl)-urea;
1-(1-{2-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-ethyl}-cyclobutyl)-3-(5-ethyl-[1,3,4]thiadiazol-2-yl)-urea;
1-(1-{2-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-ethyl}-cyclobutyl)-3-(5-ethyl-2-methyl-2H-pyrazol-3-yl)-urea;
1-(1-{2-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-ethyl}-cyclobutyl)-3-(5-cyclopropyl-2-methyl-2H-pyrazol-3-yl)-urea;
1-(1-{2-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-ethyl}-cyclobutyl)-3-(5-cyclobutyl-2-methyl-2H-pyrazol-3-yl)-urea;
1-(1-{2-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-ethyl}-cyclobutyl)-3-(2-ethyl-2H-tetrazol-5-yl)-urea;
1-(1-{2-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-ethyl}-cyclobutyl)-3-(5-ethyl-isoxazol-3-yl)-urea;
1-(1-{2-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-ethyl}-cyclobutyl)-3-(3-ethyl-isoxazol-5-yl)-urea;
1-{3-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-1,1-dimethyl-propyl}-3-(5-ethyl-[1,3,4]thiadiazol-2-yl)-urea;
1-{3-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-1,1-dimethyl-propyl}-3-(5-ethyl-2-methyl-2H-pyrazol-3-yl)-urea;
1-{3-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-1,1-dimethyl-propyl}-3-(5-cyclopropyl-2-methyl-2H-pyrazol-3-yl)-urea;
1-{3-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-1,1-dimethyl-propyl}-3-(5-cyclobutyl-2-methyl-2H-pyrazol-3-yl)-urea;
1-{3-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-1,1-dimethyl-propyl}-3-(2-ethyl-2H-tetrazol-5-yl)-urea;
1-{3-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-1,1-dimethyl-propyl}-3-(5-ethyl-isoxazol-3-yl)-urea; and
1-{3-[3-(4-Chloro-phenoxy)-azetidin-1-yl]-1,1-dimethyl-propyl}-3-(3-ethyl-isoxazol-5-yl)-urea.

Claim 15 (new): A compound according to claim 11 in combination with another drug substance which is an anti-inflammatory, a bronchodilator, an antihistamine or an anti-tussive substance.

Claim 16 (new): A pharmaceutical composition comprising as active ingredient a compound according to claim 11.

Claim 17 (new): (New) A pharmaceutical composition comprising as active ingredient a compound according to claim 14.

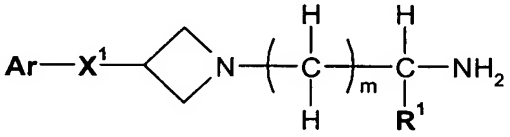
Claim 18 (new): A method of treating a condition mediated by CCR-3 in a subject in need of such treatment, which comprises administering to said subject an effective amount of a

compound of formula I as defined in claim 11 in free form or in the form of a pharmaceutically acceptable salt.

Claim 19 (new): A method of treating an inflammatory or obstructive airways disease in a subject in need of such treatment, which comprises administering to said subject an effective amount of a compound of formula I as defined in claim 11 in free form or in the form of a pharmaceutically acceptable salt.

Claim 20 (new): A process for the preparation of a compound of formula Ia or Ib as claimed in claim 11 which comprises

(i) (A) for the preparation of compounds of formula Ia where $R^2$ is hydrogen, reacting a compound of formula IIa



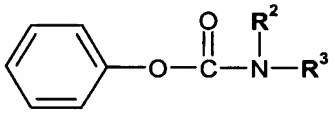
IIa

or a protected form thereof, where Ar, $X^1$, m and $R^1$ are as defined in claim 11, with a compound of formula III

III

where Y and $R^3$ are as defined in claim 11; or

(B) for the preparation of compounds of formula Ia where Y is oxygen, reacting a compound of formula IIa where Ar, $X^1$, m and $R^1$ are as defined in claim 11, with a compound of formula IV

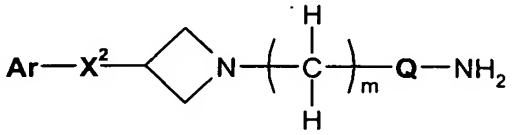


IV

where $R^2$ and $R^3$ are as defined in claim 11; or

(C) for the preparation of compounds of formula Ia where $X^1$ is $-S(=O)_2-$, oxidising a compound of formula Ia in protected form where $X^1$ is –S- and Ar, m, $R^1$, Y, $R^2$ and $R^3$ are as defined in claim 11;

(D) for the preparation of compounds of formula Ib, reacting a compound of formula IIb



IIb

where Ar, $X^2$, m and Q are as defined in claim 11, with a compound of formula IV where $R^2$ and $R^3$ are as defined in claim 11;

(E) for the preparation of compounds of formula Ib where $R^2$ is hydrogen, reacting a compound of formula IIb where Ar, $X^2$, m and Q are as defined in claim 11, with a compound of formula V

$$O{=}C{=}N{-}R^3 \qquad V$$

where $R^3$ is as defined in claim 11; or

(F) for the preparation of compounds of formula Ib where X is $-S(=O)_2-$, oxidising a compound of formula Ib in protected form where $X^2$ is -S- and Ar, m, Q, $R^2$ and $R^3$ are as defined in claim 11; and

(ii) recovering the product in free or salt form.